

## ExxonMobil Offers \$52 a Share for XTO Energy

## **Summary and Recommendation**

Buy-recommended **ExxonMobil (XOM)** offers 0.7098 share of XOM for each share of buy-recommended **XTO Energy (XTO)**, implying a McDep Ratio of 1.07. The calculation takes XOM at \$72.83 a share, its closing price prior to announcement, and multiplies by 0.7098 to get the equivalent price of XTO at \$51.69. Alternatively, XTO's actual closing price of \$47.86 on the first day of trading after the announcement compares to Net Present Value (NPV) of \$47 and implies a McDep Ratio of 1.01. We keep our buy rating on XTO because those shares are likely to become shares of another buy-rated company, XOM, after the expected closing in the second quarter of 2010. In that case, purchase of XTO at the latest price would be like buying XOM at \$67.43, a 3% discount to latest price of \$69.69.

#### **Acting on Its Energy Outlook that Stresses Natural Gas**

On the call discussing the transaction, Chief Executive Rex Tillerson cited Exxon's <u>Outlook for Energy</u> released December 8 which stresses natural gas as the fastest growing large energy source. In particular, he cited advantages of natural gas in power generation including capital efficiency, flexibility in adding capacity and ability to handle varying load demand. Exxon expects half of the supply growth for the fuel in the U.S. to be met by unconventional sources such as tight gas, coal seam gas and shale gas. XTO is a leader in each of those areas. Mr. Tillerson wants to combine the technical expertise XTO has developed in the U.S. with XOM's capability outside the U.S. XOM's new global unconventional capability would complement the company's liquefied natural gas and conventional natural gas strengths. Adding XTO would double XOM's North American Natural Gas concentration to 10% of NPV from 5% (see Table 1).

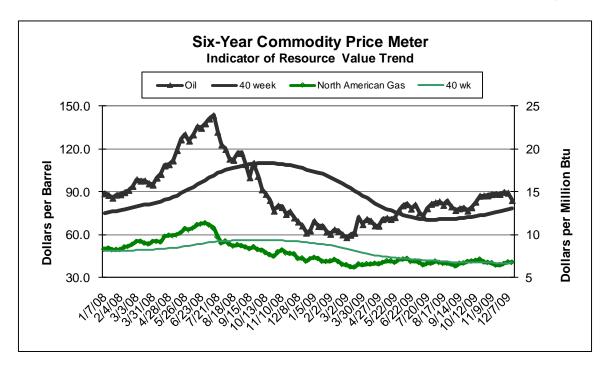
### **Exaggerated Reaction in XOM Stock Price**

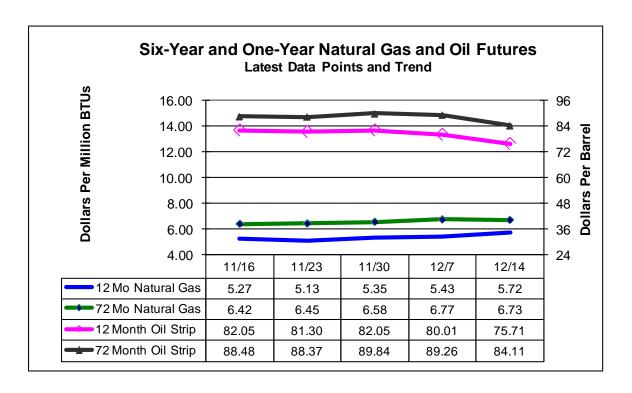
In a strongly adverse market reaction, XOM stock declined by four times the market cap that XTO stock increased. We can understand that some investors may be concerned about the outlook for natural gas price and translate that to a concern about XOM stock. The price of natural gas for delivery over the next six years is off the high before last year's financial panic and has yet to recover much (see charts on page 2 Six-Year Commodity Price Meter and Six-Year and One-Year Natural Gas and Oil Futures). The latest quote of \$6.73 exceeds the 40-week average, currently \$6.70 for the eighth time in the past twelve weeks. Though we can't promise immediate gratification, we believe the value in natural gas and in ExxonMobil stock is attractive.

Kurt H. Wulff, CFA



# DEP Meter Reader







		N	<b>IcDen</b>	Energy	<b>Portfoli</b>	0						
Geographic Domicile and Business Segments												
						D	ıt Value by	C	(0/)			
			Price				-	Segment	(%)			
			(US\$/sh)	EV/	Enterprise	North Amer.	Rest of World					
	Symbol	/Pating	14-Dec	Market	Value	Natural	Natural	Oil	Down-	McDej		
	-	B = Buy	2009	Сар	(\$mm)	Gas	Gas	Prod'n	stream	Ratio		
U.S. Integrated												
Exxon Mobil Corporation	XOM	В	69.69	1.15	386,000	5	22	54	19	0.8		
Chevron Corporation	CVX		77.26	1.20	185,000	4	10	71	14	0.79		
Marathon Oil Corporation	MRO		31.45	1.51	33,800	8	5	61	26	0.69		
ConocoPhillips	COP		51.09	1.68	129,000	12	11	64	13	0.61		
Total or Median *	30%	9%	13%		734,000					0.74		
Europe												
BG Group	BRGXF	В	17.56	1.15	68,700		21	48	31	0.82		
Royal Dutch Shell plc	RDS-A	В	59.77	1.32	242,000	3	27	49	22	0.80		
Statoil ASA (33%)	STO		24.66	1.39	36,100		49	51	-	0.77		
BP plc	BP		56.77	1.34	240,000	6	9	63	22	0.77		
Total S.A.	TOT	В	63.08	1.26	177,000		19	59	22	0.75		
Total or Median *	31%	11%	17%		764,000					0.77		
Brazil/China/Russia												
CNOOC Limited (34%)	CEO	В	156.93	1.01	24,100		11	89	-	1.16		
Petrobras	PBR		48.30	1.25	265,000		5	80	15	0.86		
PetroChina Company Ltd (14%			124.45	1.08	34,500		15	69	15	0.84		
Lukoil Oil Company	LUKOY	В	53.95	1.12	51,400			66	34	0.43		
Gazprom (50%)	OGZPY	В	22.30	1.30	86,000		76	24	-	0.41		
Total or Median *	19%	11%	17%		461,000					0.84		
U.S. Independent												
Anadarko Petroleum Corp.	APC	В	60.56	1.47	43,900	48		47	5	1.02		
XTO Energy Inc.	XTO	В	47.86	1.40	38,800	73		27	-	1.01		
EOG Resources	EOG	В	90.39	1.15	26,100	68	5	28	-	0.98		
Occidental Petroleum Corp.	OXY	В	77.41	1.08	68,100	10	1	82	7	0.83		
Chesapeake Energy Corp.	CHK		24.37	1.85	28,200	88		12	-	0.82		
Devon Energy Corporation	DVN	В	66.80	1.31	39,300	61		39	-	0.74		
Total or Median *	10%	14%	17%		244,000					0.91		
Canada												
Cenovus Energy Inc.	CVE		24.95	1.32	24,800	24		64	11	0.94		
EnCana Corporation	ECA	В	29.67	1.47	32,700	93		7	-	0.89		
Canadian Natural Resources	CNQ		66.30	1.32	47,400	20		80		0.86		
Imperial Oil Limited (30%)	IMO		37.40	1.09	10,500	5		79	16	0.79		
Suncor Energy	SU		34.89	1.33	72,900	5		85	10	0.73		
Canadian Oil Sands Trust	COSWF		27.19	1.11	14,600			100	-	0.67		
Total or Median *	8%	14%	20%		203,000					0.83		
Income and Small Cap (see se												
	2%	41%	17%		43,900	39		61		0.92		
Composite	_											
Enterprise Value Weighting	100%				2,449,900	11	15	60	15	0.77		
Equal Weighting		100%				33	7	54	6	0.84		
Equal Weighted Buys			100%			26	10	55	9	0.80		



			Table 2					
	McD	ep l	Energy	Portfol	io			
Net	Preser	nt Va	alue and	d McDe	ep Ratio			
			Price			Net		
			(US\$/sh)		Market	Present	Debt/	
	Symbol/Re	-	14-Dec	Shares	Сар	Value	Present	McDe
	В=	= Buy	2009	(mm)	(US\$mm)	(US\$/sh)	Value	Ratio
U.S. Integrated								
Exxon Mobil Corporation	XOM	В	69.69	4.803	335,000	89.00	0.11	0.8
Chevron Corporation	CVX	В	77.26	2,001	155,000	102.00	0.13	0.79
Marathon Oil Corporation	MRO	В	31.45	711	22,360	53.00	0.23	0.69
ConocoPhillips	COP	В	51.09	1,498	77,000	105.00	0.25	0.6
Total or Median	001		01.05	1,.50	589,000	100.00	0.18	0.74
Europe								
BG Group plc	BRGXF	В	17.56	3,390	59,530	22.00	0.11	0.82
Royal Dutch Shell plc	RDS-A	В	59.77	3,066	183,000	79.00	0.20	0.80
Statoil ASA (33%)	STO	В	24.66	1,051	25,910	35.00	0.22	0.77
BP plc	BP	В	56.77	3,156	179,000	80.00	0.20	0.77
Total S.A.	TOT	В	63.08	2,237	141,000	90.00	0.15	0.75
Total or Median					588,000		0.20	0.77
Brazil/China/Russia								
CNOOC Limited (34%)	CEO	В	156.93	152	23,880	135.00	0.01	1.16
Petrobras	PBR	В	48.30	4,387	211,890	58.00	0.17	0.86
PetroChina Company Ltd (14%)	PTR	В	124.45	256	31,880	150.00	0.06	0.84
Lukoil Oil Company	LUKOY	В	53.95	847	46,000	135.00	0.05	0.43
Gazprom (50%)	OGZPY	В	22.30	2,965	66,100	64.00	0.09	0.4
Total or Median	U GLL I		22.00	2,5 00	380,000	0.100	0.06	0.84
U.S. Independent	1.00		-0 F	40.4	20.000	<b>5</b> 0.00	0.00	1.00
Anadarko Petroleum Corp.	APC	В	60.56	494	29,900	59.00	0.32	1.02
XTO Energy Inc.	XTO	В	47.86	580	27,760	47.00	0.29	1.0
EOG Resources	EOG	В	90.39	251	22,700	92.00	0.13	0.98
Occidental Petroleum Corp.	OXY	В	77.41	814	63,000	95.00	0.06	0.83
Chesapeake Energy Corp.	CHK		24.37	626	15,260	34.00	0.38	0.82
Devon Energy Corporation	DVN	В	66.80	450	30,100	98.00	0.17	0.74
Total or Median					188,700		0.23	0.91
Canada								
Cenovus Energy Inc.	CVE	В	24.95	751	18,740	27.00	0.23	0.94
EnCana Corporation	ECA	В	29.67	751	22,300	35.00	0.28	0.89
Canadian Natural Resources	CNQ	В	66.30	542	35,900	80.00	0.21	0.86
Imperial Oil Limited (30%)	IMO	В	37.40	256	9,590	48.00	0.07	0.79
Suncor Energy	SU	В	34.89	1,572	54,850	52.00	0.18	0.73
Canadian Oil Sands Trust	COSWF	В	27.19	484	13,160	42.00	0.06	0.6
Total or Median					155,000		0.20	0.83
McDep Ratio = Market cap and Deb Estimated present value presumes a								



			Table 3						
	McDe	ep l	Energy 1	Portfol	io				
Value Multiples and Distribution Yield									
			Price	Adjustd				Divd o	
			(US\$/sh)	Resrvs/	PV/	EV/		Distril	
S	ymbol/Rai	ing	14-Dec	Prod	Ebitda	Ebitda	P/E	NTN	
	B =		2009	NTM	NTM	NTM	NTM	(%	
U.S. Integrated									
Exxon Mobil Corporation	XOM	В	69.69	12.4	8.8	7.1	13	2.4	
Chevron Corporation	CVX	В	77.26	9.7	7.3	5.8	13	3.5	
ConocoPhillips	COP	В	51.09	11.2	8.7	5.3	10	3.9	
Marathon Oil Corporation	MRO	В	31.45	9.3	7.3	5.1	10	3.	
Total or Median				10.4	8.0	5.5	11	3.3	
Europe									
Europe BG Group plc	BRGXF	В	17.56	8.1	9.4	7.7	15	1.3	
Total S.A.	TOT	В	63.08	9.4	7.7	5.8	13	5.3	
Royal Dutch Shell plc	RDS-A	В	59.77	7.9	7.7	5.6	12	5.0	
BP plc	BP	В	56.77	9.6	7.0	5.5	10	5.9	
*	STO	В				5.1	25		
Statoil ASA (33%)	310	В	24.66	7.5	6.6			5.1	
Total or Median				8.1	7.2	5.6	12	5.3	
Brazil/China/Russia									
Petrobras	PBR	В	48.30	9.1	9.5	8.2	14	2.8	
CNOOC Limited (34%)	CEO	В	156.93	6.9	6.0	6.9	12	3.3	
PetroChina Company Ltd (14%)	PTR	В	124.45	13.9	7.8	6.5	16	3.2	
Lukoil Oil Company	LUKOY	В	53.95	16.4	9.0	3.8	8	2.3	
Gazprom (50%)	OGZPY	В	22.30	24.6	8.4	3.4	4	0.2	
Total or Median				13.9	8.4	6.5	12	2.8	
U.S. Independent									
EOG Resources	EOG	В	90.39	9.8	9.0	8.9	28	0.	
XTO Energy Inc.	XTO	В	47.86	10.7	8.6	8.8	16	1.	
Chesapeake Energy Corp.	CHK		24.37	11.1	9.8	8.0	12	1.3	
Anadarko Petroleum Corp.	APC	В	60.56	8.9	7.3	7.5		0.0	
Occidental Petroleum Corp.	OXY	В	77.41	11.2	8.3	6.9	15	1.	
Devon Energy Corporation	DVN	В	66.80	8.9	8.0	5.9	11	1.0	
Total or Median				10.3	8.5	7.8	15	1.0	
Canada									
Imperial Oil Limited (30%)	IMO	В	37.40	20.9	13.5	10.7	22	1.0	
Canadian Oil Sands Trust	COSWF	В	27.19	23.1	15.0	10.7	17	6.4	
Cenovus Energy Inc.	CVE	В	24.95	9.8	9.2	8.7	21	3	
EnCana Corporation	ECA	В	29.67	8.7	9.2	8.2	25	2.7	
Suncor Energy	SU	В	34.89	13.9	10.8	7.9	29	1.	
Canadian Natural Resources	CNQ	В	66.30	7.5	8.5	7.4	13	0.0	
Total or Median	CINQ	ם	00.30	11.8	10.0	8.4	22	1.9	
Total of Median				11.0	10.0	0.7	22	1.>	
EV = Enterprise Value = Market Cap and									
and amortization; NTM = Next Twelve I	Months Er	ıded	December 3	31, 2010; P	E = Stock F	Price to			
Earnings; PV = Present Value of oil and	gas and o	ther	businesses						



			Index of Reco	ent Resea	rch			
	Т							
Stock 1	ſd€	eas						
<u>Date</u>		<u>Symbol</u>	<u>Subject</u>	<u>Theme</u>				
11-Dec		SJT	San Juan Basin Royalty Trust	Natural G	as Income w	ith Upside (	(ISC Weekly)	
8-Dec		LUKOY	Lukoil Oil Company	Reemphas	izing Oil			
8-Dec		PBR	Petrobras	Buy for L	ong-Term G	rowth (Mete	er Reader)	
4-Dec		COSWF	Canadian Oil Sands Trust	Novembe	r Productior	Below Cap	acity	
1-Dec		ECA, CVE	EnCana, Cenovus Energy Inc.	Buy EnCa	na, Buy Cer	novus (Mete	er Reader)	
20-Nov		FRHLF	Freehold Royalty Trust	Highest D	istribution 1	Rate Unhed	ged (ISC Wee	kly)
17-Nov	*	BRGXF	BG Group	Oil Price T	rend Valida	tes Offshor	e Brazil (Mete	r Reader)
13-Nov		ECA	EnCana Corporation	Approach	ing Novem	ber 30 Split i	into Two Com	panies
13-Nov	*	PEYUF	Peyto Energy Trust	Deep Bas	in Drilling "	Going to Exp	olode" (ISC W	eekly)
9-Nov	Г	OGZPY	Gazprom	Sharp Rec	overy from	Sharp Dip		
6-Nov	*	SU	Suncor Energy	Expects to	Keep 12%	Syncrude		
6-Nov	*	EOG	EOG Resources Inc.	Accenting				
6-Nov	*	DMLP	Dorchester Minerals, L.P.		ling on DM	LP Land		
6-Nov	*	HGT	Hugoton Royalty Trust	Distributi	on Trend U	(Income ar	nd Small Cap	Weekly)
6-Nov	*	MRO	Marathon Oil Corporation			early Comp		3,
6-Nov	*	APC	Anadarko Petroleum Corporation		atio above 1			
5-Nov	*	CNO	Canadian Natural Resources		Mining Cha			
5-Nov	*	TOT	Total S.A.		ects for Grov			
5-Nov	_	STO	Statoil ASA			ural Gas Pric	e	
4-Nov	-	XTO	XTO Energy Inc.		le Business			
4-Nov	-	DVN	Devon Energy Corporation		n Shale Gas			
4-Nov	-	XEC	Cimarex Energy Company				Share from \$4	6
3-Nov	-	CEO	CNOOC Ltd			s (Meter Re		
3-Nov	-	PTR	PetroChina Company Limited			s (Meter Re		
2-Nov	-	IMO	Imperial Oil Limited			`	Past a Billion	Barrels
2-Nov	-	EAC	Encore Acquisition Company				Share to Acqu	
2-Nov	-	CVX	Chevron Corporation				Share from \$	
29-Oct	-	XOM	Exxon Mobil Corporation		v Rising afte		Bhare Hom \$	, ,
29-Oct	-	RDSA	Royal Dutch Shell plc		Downstream			
28-Oct	_	COP	ConocoPhillips		ng to Revita			
27-Oct	-	BP	BP p.l.c.		-		Share from \$7	2
23-Oct	-	OXY	Occidental Petroleum Corporation			· · · · · · · · · · · · · · · · · · ·	Share from \$8	
14-Aug	-	BIR.TO	Birchcliff Energy Ltd.			· ·	Gas Producer	
Meter			Bileneilli Ellergy Etd.	Spirited S	пап Сар Са	ilaulali Ivat v	cas i loudeel	(ISCW)
15-Dec	Ť	cauci	Weekly					
8-Dec	H	PBR	Petrobras	Ruy for I	ong-Term G	rowth		
1-Dec	H	ECA, CVE	EnCana, Cenovus Energy Inc.		na, Buy Cei			
24-Nov	H	ECA, CVE	Weekly		-		More Patience	
	) J	nd Small	Cap Weekly	Natural G	18 11100 110	iu signais i	viole i atlence	
11-Dec	. a	SJT	<u> </u>	Natural C	as Income w	ith Unaida		
4-Dec	H	COSWF	San Juan Basin Royalty Trust Canadian Oil Sands Trust			nin Opside Below Cap	acity	
	$\vdash$	COSWF						1 Cos
27-Nov	H	EDITE	Weekly				and for Natura	ıı Gas
20-Nov	Η,	FRHLF	Freehold Royalty Trust	nignest L	istribution .	Rate Unhed	geu	
Indust	•	1 de as			_			
2-Apr	*		Presentation	Making M	Ioney in Oil	and Gas Sto	ocks	



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